

## EXHIBIT E



**RMS TITANIC, INC.**

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VIA EMAIL AND U.S. MAIL

July 2, 2012

VIA EMAIL AND U.S. MAIL

National Oceanic and Atmospheric Administration  
1401 Constitution Avenue, NW, Room 5128  
Washington, D.C. 20230  
Attn: James P. Delgado, Ph.D.  
[James.delgado@noaa.gov](mailto:James.delgado@noaa.gov)

National Park Service  
12795 West Alameda Parkway  
Denver, Colorado 80225  
Attn: David L. Conlin, Ph.D.  
[Dave\\_Conlin@nps.gov](mailto:Dave_Conlin@nps.gov)

Woods Hole Oceanographic Institution  
266 Woods Hole Road  
Woods Hole, MA 02543  
Attn: Mr. William Lange  
[wlange@whoi.edu](mailto:wlange@whoi.edu)

Re: Data and IP from 2010 Titanic Expedition

Gentlemen:

RMS Titanic, Inc. ("RMST") appreciates your dedication and work with respect to the 2010 *Titanic* Dive Expedition (the "Expedition"). However, recent events and comments in the media have given us pause and raise concerns that your past and ongoing use of RMST's intellectual property violates the July 18, 2010 letter signed by RMST, Woods Hole Oceanographic Institution ("WHOI"), NOAA, INA and NPS (the "Expedition Agreement"), attached hereto as Exhibit B. The purpose of this letter is to provide notice of those concerns, to raise questions regarding your potential misappropriation of our intellectual property, and to request an immediate inventory of all of our intellectual property from the Expedition that is in your possession. The Expedition Agreement provides that NOAA and NPS will have the right to use RMST's Dive IP (defined below) solely for a scientific report to be commissioned by RMST, and only pursuant to express "limited royalty-free licenses." Consistent with the intent of the Expedition Agreement and subject to the satisfactory resolution of the above questions and concerns, we hope to

commission the contemplated report and also to negotiate with each of you a satisfactory perpetual license agreement to enable you to continue using our Dive IP in your scientific efforts related to *Titanic*.

To that end, we wish to clarify our concerns about the way in which the data and imagery from the Expedition has been shared and developed by NOAA, NPS and without the authorization and knowledge of RMST. For purposes of this letter, the term "Dive IP" shall mean all photographs and other still images, 2D and 3D video footage, volumetric and all other data, information and intellectual property obtained during the Expedition and all work product processed therefrom, including the sonar map of the debris field and all photomosaics, and any other derivative creations developed therefrom.

For many years, RMST has been funding activities designed to catalogue and manage our vast database of information and imagery related to our research and recovery efforts at *Titanic*. One result of this effort is *The Titanic Mapping Project*, a GIS initiative that connects our imagery, video and other proprietary information and imagery (as well as some non-proprietary materials) to the artifacts retrieved and the ship. RMST has invested significant time and resources in the development of *The Titanic Mapping Project*. While we believe that this project will have many scientific and academic uses, we also view it as having significant commercial value, applications and uses. For that reason, we are committed to protecting our Dive IP in order to preserve the intrinsic value of this project for the benefit of RMST and the shareholders of its parent, Premier Exhibitions, Inc. ("Premier").

We are aware from comments made to us and in the media that NOAA, NPS and WHOI have been developing a separate GIS. To the extent that your development of a GIS involves the use of RMST's sonar map of the wreck site, other imagery, sonar and sidescan data and other Dive IP owned by us, such use was not authorized by RMST and was not contemplated by the Expedition Agreement. The fact that NOAA has publicly announced plans to complete and release to the public (at no charge) a GIS using RMST's Dive IP give us great concern and requires that we obtain a full understanding of how your GIS was prepared and the extent to which RMST-owned Dive IP is integrated into that GIS. Additionally, public announcements regarding the publication of an Archaeological Report (the "Report") regarding the mapping results from the Expedition also raise concerns about improper and unauthorized uses of our Dive IP because such Report, while contemplated under the Expedition Agreement, has not been formally commissioned as required under that document.

NOAA's actions and express statements suggest that NOAA and NPS believe the Dive IP belongs to them and can be utilized by them as they please. To the contrary, any use of Dive IP by NOAA or NPS in a GIS, a Report or otherwise without an express written license from RMST would constitute a violation of RMST's copyrights and other proprietary rights.

Of particular concern to RMST are the following recent pronouncements on NOAA's National Marine Sanctuaries website:

"The final archaeological report on the 2010 archaeological mapping expedition is currently being written by a scientific team led by NOAA archaeologist James Delgado, director of the



Maritime Heritage Program in the Office of National Marine Sanctuaries and chief scientist, David L. Conlin, chief of the National Park Service's Submerged Resources Center, co-principal investigator for archaeology, and William Lange of Woods Hole Oceanographic Institution, principal investigator for imaging and documentation...The sonar map was used as the basic template for a Geographical Information System (GIS) developed by David Conlin, William Lange and James Delgado... A basic and limited version of this map was published in National Geographic Magazine's April 2012 issue... The final report and GIS when completed will be released by the scientific team as a government report available at no charge." (underlining added for emphasis)

Accordingly, RMST and Premier hereby demand that:

- 1) NOAA, NPS and WHOI cease all use of the Dive IP (including, without limitation, incorporation of it into any GIS project) until the parties enter into the license agreement referenced in Item 4 below.
- 2) NOAA correct all recently published statements suggesting that a *Titanic* GIS using RMST's Dive IP will be a government document, in the public domain and/or available at no charge to the public.
- 3) NOAA, NPS and WHOI each immediately furnish RMST with (i) all information relating to the Report, including drafts and final versions, outlines, correspondence and other scope documents; (ii) the particular *Titanic* GIS that Dr. Delgado has advised resides "only on Dave Conlin's laptop" and any other NOAA/NPS GIS relating to the *Titanic* wreck site so that we can assess how much Dive IP any such GIS (or the Report) includes; (iii) a comprehensive inventory of all photomosaics, photographs, video, data or other Dive IP and other RMST intellectual property, such as imagery or data from previous RMST expeditions (collectively, "other RMST Intellectual Property") in their possession; and (iv) an explanation or spreadsheet reflecting what elements of such Dive IP or other RMST Intellectual Property are contained in, or were used, to prepare, construct or inform any NOAA/NPS GIS or the Report (including any preliminary drafts thereof) regardless of whether they are still in NOAA's and/or NPS's possession.
- 4) NOAA, NPS and WHOI furnish reasonable written assurances of their good faith, including (i) an acknowledgment of RMST's right to approve how the Dive IP will be used, (ii) an acknowledgment of RMST's involvement in the commissioning, writing and peer review of the Report and any other collaboration contemplated under the Agreement; and (iii) your agreement to negotiate and execute a license agreement consistent with the contents of this letter that will formally commission the Report and set forth the terms and conditions for any further use of the Dive IP by NOAA, NPS and/or WHOI (including establishing a peer review committee that will review and evaluate the Report prior to its public release).
- 5) NOAA, NPS and WHOI propose dates and times for a meeting at our corporate offices in Atlanta where the parties can engage in discussions to reach a formal resolution of these matters.

RMST intends to fulfill its obligations under the Expedition Agreement (including the commissioning of the Archaeological Report and the sharing of Dive IP for such purposes subject to our approval rights under such Agreement). We, in turn, would now like to know NOAA's, NPS's and WHOI's intentions regarding our Dive IP.

During an April 2012 conference call in which Jim Delgado and Ole Varmer from NOAA participated, Dr. Delgado acknowledged that the commissioning of the Report had not yet been formally initiated by RMST. It was suggested that improved communications and planning were warranted, commencing with a meeting of all relevant constituents to "launch" the process. In addition, during that phone call in April, Messrs. Delgado and Varmer said they were amenable to providing RMST with more details about the NOAA/NPS GIS project and a written acknowledgement that the Report contemplated under the Expedition Agreement had not yet been formally commissioned. (The parties' documentation of that call was sidetracked by NOAA's provocative online statements referenced above.)

We trust you will respect our concerns and the fiduciary nature of our need (1) to protect the Dive IP and other RMST Intellectual Property that was obtained and paid for by our shareholders; and (2) to obtain satisfactory assurances that the Dive IP and other RMST Intellectual Property will be used only for the scientific and academic purposes contemplated by the Expedition Agreement and that such use does not compromise our rights or ability to use all such materials for appropriate commercial purposes. We note that the Expedition Agreement does not mention the use of imagery or other intellectual property from dive expeditions prior to 2010, and the Report is contemplated to be fairly limited in scope, as "the final archaeological report of Expedition 2010." We simply are not willing to permit any use of the Dive IP or other RMST Intellectual Property to be published or in used in any manner that will undermine its commercial value to RMST.

During our April call, we advised NOAA of our intent to impose a "moratorium" on any further sharing of Dive IP by WHOI, which we then imposed in a letter dated May 2, 2012 (copy attached as Exhibit C). A copy of that letter was provided to NOAA. Those directives will remain in place until RMST is satisfied that its intellectual property is protected, and RMST will hold WHOI liable for any and all damages resulting from their failure to comply with those directions (and those set forth in any other correspondence with them). We will also hold liable any other parties and persons responsible for engaging in or assisting any unauthorized use of our intellectual property for any and all damages sustained by RMST, Premier and/or its shareholders by reason of such use.

Exhibit A attached hereto summarizes certain recent occurrences and facts for the record, and sets forth some (but not all) of the legal grounds supporting RMST's positions in this letter (e.g., the bases for RMST's absolute ownership of the Dive IP).

We believe that our differences can be resolved, but only with open communication and your mutual and full disclosure. The Agreement may indeed contemplate a Report in the public domain. Scientific findings by NOAA and others are not anything in which RMST would claim ownership. It might well be that all that needs to be clarified and agreed upon by the parties is the extent to which imagery, other Dive IP or other RMST Intellectual Property can be published as a government document available at no charge. The Agreement expressly provides, however, that such public dissemination will be permitted



only "so long as the publications do not interfere with or undermine RMST's goals" or its "own design and presentation of its *Titanic* exhibitions or other commercial enterprises." We have always intended on developing elements of the Dive IP for use in our exhibitions, as inputs for commercial products and for an academic resource system.

RMST reserves all of its rights and remedies with respect to the issues raised in this letter. If you have any questions, please do not hesitate to contact me directly at 404-842-2665 or by email at [bbrandon@prxi.com](mailto:bbrandon@prxi.com).

Thank you for your attention to these matters.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert A. Brandon", written in a cursive style.

Robert A. Brandon  
*General Counsel*  
Premier Exhibitions, Inc.  
RMS Titanic, Inc.

cc: Samuel Weiser  
Brian Wainger, Esq.  
Ole Varmer, Esq.  
Susan K. Avery  
Emily Schorer

**EXHIBIT A****Chronology**

- December 2011-April 2012. Numerous emails and phone calls during which J. Delgado seeks RMST approval to utilize imagery in articles to be published by him in academic magazines.
- February 2012. Email from J. Delgado to B. Brandon to explain purpose of separate GIS that BB reads about when reading drafts of Archaeology article. He explains the NOAA/NPS GIS as a limited project to meet certain needs for the HISTORY/RMST Documentary.
- April 2012. Dr. Delgado's article in Archaeology May/June issue states: "Our data acquisition complete, the processing of this information is ongoing. AIVL's William Lange (a member of the original Titanic discovery team) and his visualization team, including 3-D specialist Evan Kovacs, are merging all this optical and sonar data together into a detailed, comprehensive baseline map of the wreck, built on a GIS database developed by the National Park Service's David Conlin, co-principal archaeologist on the expedition (with me)..." (emphasis added).
- April 20, 2012. Conference call. Participants: J. Delgado, O. Varmer, C. Davino, S. Weiser, B. Wainger, R. Brandon. Dr. Delgado acknowledges that more extensive GIS work had since been done that he recognized might lead us to believe that NOAA or others had a much broader objective...one that could put RMST interests at risk. He assures RMST, however, that creating separate content, resources and/or derivative works was not the intent, and that NOAA agrees that there is to be one GIS that contains 2010 Dive IP—the one being maintained and owned by RMST. Dr. Delgado expressly acknowledges that the underlying Dive IP, photomosaics, sonar map and the entire GIS are and will remain intellectual property owned by RMST. RMST representatives state that this ownership warrants our involvement and approval as to how much of it might be included in the Report. Parties agree to joint process. NOAA representatives also acknowledge that the commissioning of the Report had not yet been formally initiated by RMST, and that improved communications and planning is warranted, commencing with a meeting of all relevant constituents to "launch" the process.
- May 2, 2012. RMST sends letter to Woods Hole ("WHOI"), copying Messrs. Delgado and Varmer, and imposes moratorium on further Dive IP use (as discussed on conference call) in order to protect its legal rights until the meeting contemplated on the call, at which the parties would clarify matters and address RMST's concerns.
- The overall spirit of the letter was positive and looked toward moving forward collaboratively. RMST reiterated its suggestion to meet "to discuss not only the proprietary issues, but to also explore the appropriate processes, procedures and timelines for our jointly undertaking the completion of the Report, Site Plan, etc. in a timely fashion. We look forward to finishing the project." If that letter upset people at NOAA or NPS (as we suspect), it was not the intent.
- May 2012.statements published shortly thereafter on the NOAA National Marine Sanctuaries website, including: "The final archaeological report on the 2010 archaeological mapping expedition is currently being written by a scientific team led by NOAA archaeologist James Delgado, director of the Maritime Heritage Program in the Office of National Marine Sanctuaries and chief scientist, David L. Conlin, chief of the National Park Service's Submerged Resources Center, co-principal investigator for archaeology, and William Lange of Woods Hole Oceanographic Institution, principal



investigator for imaging and documentation... The expedition was led by David L. Gallo, special projects director for Woods Hole, and Christopher J. Davino, the president of RMS Titanic, Inc... The sonar map was used as the basic template for a Geographical Information System (GIS) developed by David Conlin, William Lange and James Delgado... A basic and limited version of this map was published in National Geographic Magazine's April 2012 issue..."

- RMST postponed attempting to schedule any meeting regarding these matters only upon seeing NOAA's online statements referenced above.

### **Observations and Arguments**

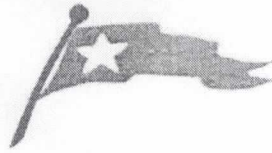
- Based on RMST's clear ownership of all Dive IP, RMST does not understand how NOAA, NPS or WHOI could assert any right to co-opt its property and incorporate it into a derivative work (either the Report or any separate GIS) without its express written permission. That is reason for RMST's request that NOAA explain its public assertions.
- Both the sonar map and all other photomosaic images in National Geographic Magazine's April 2012 issue were appropriately accompanied by a copyright notice reflecting RMST's ownership: "© 2012 RMS Titanic, Inc." It is unclear whether NOAA is now suggesting that rather than creating its own unauthorized derivative GIS, it now intends to unilaterally co-opt what is clearly owned by RMST, and to somehow strip RMST of its property rights so as to convert the RMST GIS or sonar map into public domain material: (The NOAA website speaks of a separate GIS but then states that the sonar map that serves as its primary template is the one published in Nat Geo Magazine—though that map clearly belongs to RMST.) To be clear, RMST's agreements with both WHOI and National Geographic Society expressly provide that all Dive IP and any related derivative work published in the magazine is intellectual property owned solely by RMST.
- RMST's ownership of the Dive IP is uncontested, and has been repeatedly and expressly acknowledged and agreed to by the parties to the Expedition Agreement and in multiple emails between RMST and NOAA (and is clearly underscored by Dr. Delgado's numerous requests for permission to include Dive IP in various articles published by him). Many provisions of RMST's Optical Services Agreement with WHOI, dated June 29, 2010, expressly grant and assign to RMST ownership of all of the Dive IP (much of which was technically "authored by" WHOI from a copyright perspective). In addition, an assignment letter executed and delivered by WHOI on August 15, 2011 expressly references all photomosaics, the sonar map, the GIS project and any "other 'Titanic Mapping' project," and assigns the ownership and copyrights therein to RMST. Others who may have "authored" elements of RMST's GIS and other Dive IP have also executed such acknowledgments of RMST's ownership and assignments to that effect (e.g., Michigan State University, Andy Sherrill and Florida Atlantic University).
- Indeed, while NOAA has not created any of the Dive IP (other than the unauthorized derivative GIS it purports to have created), NOAA itself executed a Confidentiality and Nondisclosure agreement dated June 17, 2011 (the "NDA"), in which, inter alia, (i) NOAA acknowledges that "all data, imagery, video, and other intellectual property gathered during and in connection with the Expedition, would be and is owned exclusively by RMST," and that the GIS map being collaborated on by WHOI, RMST, NOAA and others "are non-public, and extremely confidential and



proprietary intellectual property belonging to RMST/PE”; and (ii) NOAA agrees that it will keep confidential and not disclose the map and other Dive IP (collectively, the “Confidential Information”) to third parties (which would preclude releasing them in any government report for public use), and that all “ideas, concepts, creations, materials, work product and other contributions or additions [by NOAA or its personnel to the Confidential Information] are to be considered a ‘work made for hire’ for RMST/PE’s benefit”...and that “RMST/PE shall be deemed the author of [the Dive IP and any derivative materials created by NOAA or its personnel] and the owner of all rights in the copyright, trademarks, service marks or other intellectual property [therein]... and any use...shall require RMST/PE’s prior written approval.”

- RMST never authorized the release of Dive IP for purposes of creating the separate NOAA/NPS GIS referred to and defined above, and NOAA is well aware of RMST’s desire that all Dive IP be treated as RMST’s confidential and proprietary materials. For purposes of clarity and pursuant to the last sentence of Section 2(a) of that NDA, RMST hereby again advises NOAA that the Dive IP (including the sonar map and any GIS or other derivative works) are to be treated as “Confidential Information” under the NDA.
- RMST also refers you to various Participant Releases executed by Jim Delgado, Dave Alberg, William Lange and other participants in the Expedition, which provide, inter alia: “any photographic or video images or data that I generate on the expedition [note Mr. Lange’s integral role in authoring some of the data and images being used in either GIS now being developed]...may not be used by me for any commercial purposes, or in any way that interferes with the intellectual property rights of RMST/PE...” and “I will not disclose...without the prior consent of RMST: any information, photographic or video images or data learned or obtained during the Expedition, including, without limitation, any discovery or finding made on the Expedition.”
- RMST intends to fulfill its obligations under the Expedition Agreement (including the commissioning of the Archaeological Report and sharing of Dive IP for such purposes, subject to its approval rights under such Agreement). RMST postponed any meeting regarding these matters only upon seeing NOAA’s online statements referenced above.
- Perhaps there is confusion about certain “public domain” references in the Expedition Agreement. RMST is happy to discuss further, but its position is that while the Agreement provides that certain newly developed data or information “generated by U.S. Government funding or personnel” (such as the Report) might be treated as in the public domain, those public domain references do not pertain to the optical photomosaics, the sonar Map, video footage and still imagery and other Dive IP that might be referenced, relied upon or even included in the Report (or any other government work product) with or without RMST’s permission. The intent of the Expedition Agreement was certainly not to strip RMST of its copyright ownership and other rights by reason of derivative works that are created without its knowledge or authorization (such as the NOAA/NPS GIS Project or any Report that co-opts Dive IP or RMST’s GIS without its approval). To read the Expedition Agreement any differently would be to permit wholesale misappropriation of property for which RMST has invested millions of dollars.

Exhibit B



## RMS TITANIC, INC.

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From the Desk of Christopher J. Davino  
President

### VIA ELECTRONIC MAIL

July 18, 2010

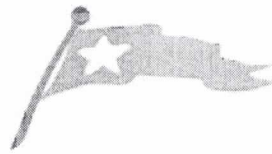
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**RE: LETTER OF INTENT ON COOPERATION EXPEDITION 2010 – PRELIMINARY  
WORK PLAN [Implementing Guideline 19 Preliminary Work under NOAA Titanic  
Guidelines]**

Gentlemen:

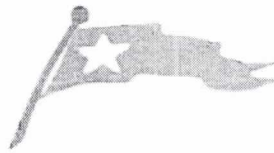
This Preliminary Work document sets forth the general terms of the understanding between RMS Titanic, Inc. ("RMST" or the "Company") on the one hand, and Woods Hole Oceanographic Institution ("WHOI"), the Office of National Marine Sanctuaries of the National Oceanic and Atmospheric Administration ("ONMS/NOAA"), the National Park Service ("NPS"), and the Institute of Nautical Archaeology ("INA") on the other hand (collectively RMST's "Partners") regarding the parties' joint participation in the upcoming expedition to the wreck site of *RMS Titanic*, scheduled to commence in August, 2010 ("Expedition 2010").

RMST is the exclusive salvor-in-possession of the *RMS Titanic* wreck site and custodian or steward of the site per orders of the U.S. District Court of the Eastern District of Virginia under the maritime law of salvage. As such, it is planning Expedition 2010 in order to preserve its rights of salvage and conduct scientific surveys and research of the wreck and the site. The Company will not conduct any artifact recovery operations on Expedition 2010 but rather will only conduct survey and research of *Titanic* that is in the public interest. The general purpose of the survey and research is to collect and interpret scientific data for the long-term protection and management of *Titanic*, including the education and enlightenment of present and future generations to come.

### PRINCIPALS AND ROLES

RMST is the sponsor of Expedition 2010. It has invited the Partners to join in its efforts and the Partners have agreed to support the goals and missions of Expedition 2010, in keeping with the terms of this document. Chris Davino, the President of the Company, has worked with each of the Partners to create this preliminary work document. PH Nargeolet, an employee of RMST, will lead Expedition 2010. David Gallo, the Director of Special Projects at WHOI, will serve as co-expedition leader with Mr. Nargeolet. The representatives from ONMS/NOAA, NPS and INS will provide input and assistance to Messrs. Nargeolet and Gallo during Expedition 2010 but will not direct activities at sea.

Together with Dr. Gallo, WHOI Research Specialist William Lange has agreed to assist RMST on Expedition 2010 to survey and research the *Titanic* in furtherance of the role WHOI played in the wreck's discovery in September, 1985. Directed by Mr. Nargeolet and Dr.



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Gallo, Lange will be the Principal Investigator in charge of the remote optical survey of the wreck site within the scope of the final budget. The Attached Exhibit 1, entitled Survey and Mapping Strategy for an Underwater Site Survey of the Wreck of the RMS Titanic, reflects a WHOI proposed survey plan and recommendations for work to be done on the Expedition in 2010 and will be included in the Research Project Design. In addition, other parties to be designated will conduct biodeterioration, ecological and technological studies of the wreck site. These studies may involve collection of biological, chemical and sediment samples, but not artifacts. This information will contribute to an archaeological site plan, and the development of a comprehensive management plan including plans for research, education and the long-term protection of the site.

INA President James Delgado will assist with RMST, WHOI and others in the development of their preliminary work plan. He will further assist in the archaeological work on Expedition 2010, the development of the project design, and he will serve as the Principal Investigator for interim and final archaeological reports of the expedition, which reports will be commissioned by RMST. INA will cooperate through providing Dr. Delgado's expertise and experience, at no cost to RMST or the project other than travel expenses. Such cooperation is limited to the scientific survey and research purposes; INA code of conduct prohibits cooperation on commercial salvage of underwater cultural heritage that results in exploitation of the resource for private profit.

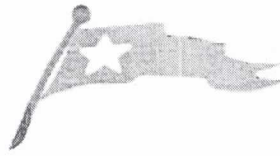
NPS Submerged Resources Center Dave Conlin will cooperate with RMST, WHOI, James Delgado and perhaps others in the development of the preliminary work, including a project design, and will provide peer review of products, including the interim and final reports and the corresponding analytical evaluation of results and suggestions on future research objectives. Such cooperation is limited to the scientific survey and research design for the long-term preservation of the *Titanic* wreck site.

NOAA's ONMS Director Dan Basta intends to generally cooperate with RMST and the other Partners on the survey and research objectives of Expedition 2010. In particular, ONMS will support the expedition by sending David Alberg, Manager of the *Monitor* NMS, on Expedition 2010 to participate at the expense of NOAA/ONMS. Dave Alberg will contribute to the project objectives and will supply management-based input and expertise into the project and its results.

### OPERATING PRINCIPLES

NOAA/ONMS, NPS, and INA intend to cooperate with RMST and WHOI on Expedition 2010 in the survey and research mission by providing specific, guidance, expertise, personnel and resources where reasonable and appropriate. ONMS/NOAA, NPS and INA are not





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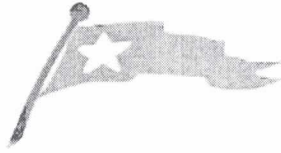
cooperating with the company on its objectives to preserve their exclusive rights to salvage granted by court order. As such, these partners will not make any claims that they are joint or exclusive salvors of *Titanic* under the law of salvage or otherwise. The Partners' cooperation is expressly limited to the survey and scientific research objectives that, based on current information, they believe to be in the public interest. To the best of their knowledge and understanding, the Partners agree that the potential benefits of the survey and research outlined in this preliminary work significantly outweigh the potential risk of damage to the wreck site. All Expedition 2010 activities will be conducted from a minimum impact perspective. Only scientific samples required for evaluation, study and research related to the ongoing processes of preservation and/or deterioration of the structure, or biogeochemical characteristics of the surrounding environment, will be removed from the site.

All of this work will be conducted, to the greatest extent possible, in compliance with NOAA's Guidelines for Research, Exploration and Salvage of *RMS Titanic*, 66 Fed. Reg. 18905 (April 12, 2001).

### WORK PRODUCTS: PLANS & REPORTS

RMST will commission an archaeological site plan, archaeological research plan, and an academic-focused archaeological report on the *Titanic* wreck site that incorporates results from the scientific data obtained during Expedition 2010. Each Partner will jointly develop and co-author the archaeological site plan, archaeological research plan, and an academic-focused archaeological report. INA James Delgado will serve as the principal investigator for the archaeological site plan, archaeological research plan, and an academic-focused archaeological report. ONMS, NPS and other Partners intend to cooperate with RMST and Delgado for the final archaeological report of Expedition 2010 at the expense of the U.S. Government, provided that there are appropriated funds that are available for this purpose and it is determined by the funding agency to be in the public interest.

The partners acknowledge that any and all data obtained on Expedition 2010 by RMST will be owned by RMST. In recognition of RMST's role as the sponsor of the Expedition 2010, including its payment of the Expedition costs, the other Partners hereby waive any claims, title or interest in the intellectual property and data obtained during Expedition 2010. RMST will share data and information with the Partners to be used by the Partners in the reports as set forth above. If the data or information is subject to RMST rights of intellectual property then it may be shared through limited royalty-free licenses with the other Partners for the use of certain intellectual property obtained in the Expedition to be included in the archaeological site plan and/or other joint publications presented by the Parties. Any information or data generated by U.S. Government funding or personnel subsequent to Expedition 2010 is in the



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public domain and may be freely shared and disseminated, so long as the publications do not interfere with or undermine RMST's goals and role as salvor-in-possession, its agreements with third parties, its contractual contracts with third-parties prohibiting the release of information on television, RMST's own design and presentation of its Titanic exhibitions or other commercial enterprises. These data will then be provided by WHOI and RMST to the joint authors of the archaeological plan for the development of the archaeological site plan report. The joint authors reserve the right to their findings as part of the final report, site plan and management plan.

Sincerely,

Chris Davino  
President, RMS Titanic, Inc.

SEEN AND AGREED:

A handwritten signature in dark ink, appearing to read "Delgado", written over a horizontal line.

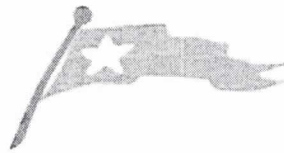
James P. Delgado, Ph.D.  
President and C.E.O.  
Institute of Nautical Archeology

A large, stylized handwritten signature in dark ink, appearing to read "Daniel Basta", written over a horizontal line.

Daniel Basta  
Director, Office of National Marine Sanctuaries  
National Oceanic and Atmospheric Administration

David L. Conlin, Ph.D.  
Chief, Submerged Resources Center  
National Park Service





## RMS TITANIC, INC.

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Susan K. Avery  
President and Director  
Woods Hole Oceanographic Institution

Exhibit C



**RMS TITANIC, INC.**

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VIA EMAIL AND U.S. MAIL

May 2, 2012

Woods Hole Oceanographic Institution  
266 Woods Hole Road  
Woods Hole, MA 02543  
Attn: Mr. William Lange

Re: Data and IP from 2010 Titanic Expedition

Dear Bill:

RMS Titanic, Inc. ("RMST") appreciates your dedication and work both during and after the 2010 *Titanic* Dive Expedition ("Expedition 2010"), as well as your continued work on the still images, 2D and 3D video, volumetric and all other data, information and intellectual property obtained during Expedition 2010 and all work product processed therefrom (collectively, the "Dive IP"). We look forward to continuing and building on the productive and mutually beneficial working relationship between RMST and Woods Hole Oceanographic Institution ("WHOI").

As you know, RMST has invested significant time and resources in the development of The Titanic Mapping Project. For many years, RMST has been funding and executing a GIS Titanic Mapping Project reflecting and depicting the connectivity between (i) images of artifacts previously recovered by RMST, (ii) ship components as they are situated in the existing debris field, and (iii) where those ship components appeared on the Titanic ship its original condition.

RMST was troubled by recent references by Jim Delgado to a separate GIS map that is apparently being independently and unilaterally developed by NOAA, NPS and WHOI, including the following excerpt from his recent article in *Archaeology* magazine: "Our data acquisition complete, the processing of this information is ongoing. AIVL's William Lange (a member of the original *Titanic* discovery team) and his visualization team, including 3-D specialist Evan Kovacs, are merging all this optical and sonar data together into a detailed, comprehensive baseline map of the wreck, built on a GIS database developed by the National Park Service's David Conlin... (emphasis added)."

Those concerns prompted a call last month among Jim Delgado and Ole Varmer from NOAA, and Sam Weiser, Chris Davino, Brian Wainger and me on behalf of RMST. We asked about this separate GIS project, which was unilaterally initiated and used Dive IP owned by RMST without our authorization ("NOAA/NPS GIS"). While Jim Delgado had months ago explained it as a limited project to meet certain needs for the HISTORY Documentary, he now acknowledges that more extensive work has since been done that he recognizes might understandably lead one to believe that NOAA or others had a much broader objective...one that could put RMST interests at risk. Jim advised that he does not have this GIS and that it is "at Woods Hole and on Dave Conlin's laptop."

Jim assured us that creating separate content and resources was not the intent, and that NOAA agrees that there is to be one GIS that contains 2010 Dive IP—the one being maintained and owned by RMST. (RMST would appreciate more details and a written acknowledgment to that effect; Jim and Ole said



they'd be amenable to such a document.) Overall, we had a productive discussion--NOAA recognized the need for satisfactory assurances to assuage RMST's proprietary concerns (and its fiduciary obligations to its shareholders), and RMST reiterated its intent to make this GIS and the related 2010 Dive IP available to the "Partners" for research, etc. These materials will be the primary resource for our preparation of the Archaeological Report, Site Plan, etc. contemplated in the July 18, 2010 letter signed by RMST, WHOI, NOAA, INA and NPS ("Expedition Agreement").

We advised Jim that we were inclined to place restrictions on further use of the Dive IP until the parties to the Expedition Agreement can definitively resolve these matters. Your email last week suggesting that the sonar map might be in the public domain only underscored that the parties need to discuss and have a better understanding of these issues. RMST will soon be reaching out to you and the other constituents to schedule a meeting (hopefully in Atlanta in late May or early June) to: (i) discuss the proprietary issues; (ii) explore the appropriate processes, procedures and timelines for sharing the Dive IP and our joint completion of the Report, Site Plan, etc. in a timely fashion; and (iii) better understand what each party aspires to do with the Dive IP and related derivative works.

At the same time, until we better understand the nature and purpose of the separate NOAA/NPS GIS, and how it evolved, we hereby respectfully direct WHOI that it is not to share, furnish or disclose any data, imagery, footage, information or other Dive IP to or with Jim Delgado, NOAA, David Conlin, NPS or any other third party without RMST's written approval. Please confirm by return email your intention to honor our request. We assure you that we aspire to expeditiously resolve these issues so that the important scientific initiatives can progress. Bill, as an important first step, we would appreciate your promptly furnishing us with the NOAA/NPS GIS (and all related materials) so that we can assess its significance.

We feel that this temporary moratorium on the use of 2010 Dive IP is regrettable but appropriate in light of the developments described above, as well as certain published statements that suggest that not every "Partner" who signed the Expedition Agreement is acting in the best interests of the other Partners and the overall collaboration contemplated. We therefore must insist upon these measures unless and until RMST is furnished with a satisfactory explanation of the objectives and status of the NOAA/NPS GIS, and our request for appropriate controls and procedures for sharing our IP is actualized.

We appreciate your cooperation in these sensitive matters. RMST reserves all of its rights with respect to the issues raised in this letter. If you have any questions, please do not hesitate to contact me directly at 404-842-2665 or by email at [bbrandon@prxi.com](mailto:bbrandon@prxi.com).

Thank you for your attention to these matters.

Sincerely,



Robert A. Brandon  
General Counsel  
Premier Exhibitions, Inc.  
RMS Titanic, Inc.

cc: Sam Weiser  
Dave Gallo  
Susan Avery  
Jim Delgado  
Ole Varmer  
Brian Wainger, Esq.